

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

**AFFIDAVIT AND DISCLOSURE STATEMENT OF JESSE SHARF,
ON BEHALF OF GIBSON, DUNN & CRUTCHER LLP**

STATE OF CALIFORNIA)
) ss:
COUNTY OF LOS ANGELES)

Jesse Sharf, being duly sworn, upon his oath, deposes and says:

1. I am a partner of Gibson, Dunn & Crutcher LLP located at 2029 Century Park East, Los Angeles, California 90067 (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide real estate transactional, workout, litigation, enforcement, and related services to the Debtors, and the Firm has consented to provide such services.

3. The Firm does represent certain parties in connection with the Debtors' case, which include, without limitation, Lehman's private equity funds, Price Waterhouse Coopers as liquidators of Lehman Brothers Finance, and borrowers, partners, and creditors of the Debtor and its affiliates. Notwithstanding such representations, we do not believe that they place us adverse

to the Debtors or their estates with respect to the matters under which we are to be employed by the Debtors and their affiliates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

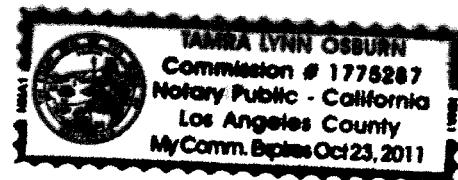
6. The Debtors owe the Firm \$2,871,402.68 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.¹

By: _____

Subscribe and sworn to before me
this 24 day of December, 2008.

Tamra Lynn Osburn
Notary Public



¹ If necessary.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

X

In re : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)
Debtors. : (Jointly Administered)

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors") DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT

**DO NOT FILE THIS QUESTIONNAIRE WITH THE
RETURN IT FOR FILING BY THE DEBTORS TO:**

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Gibson, Dunn & Crutcher LLP

2029 Century Park East

Los Angeles, CA 90067

2 Date of retention: October 25, 2008

3. Type of services provided (accounting, legal, etc.):

Legal

4. Brief description of services to be provided:

Real estate transactional, workout, litigation, enforcement, and related services.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

(a) Average hourly rate (if applicable):

\$575

(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

\$85,000

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ 2,871,402.68

Date claim arose: Various dates on and prior to September 15, 2008

Source of Claim: Provision of legal services for pre-petition matters

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: None

Status:

Amount

Date class

Source c

8. Stock of the Debtors currently held by the firm:

Kind of shares: None

No. of shares: _____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: _____

Status: _____

Kind of shares: _____

No. of shares: _____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

The firm has been retained to represent certain parties in connection with the Debtors' case, which include, without limitation, Lehman's private equity funds, Price Waterhouse Coopers as liquidators of Lehman Brothers Finance, and borrowers, partners, and creditors of the Debtor and its affiliates. Notwithstanding such representations, we do not believe that they place us adverse to the Debtors or their estates with respect to the matters under which we are to be employed by the Debtors and their affiliates.

11. Name of individual completing this form:

Jesse Sharf